

**UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF SANITEC, LTD.
IN LIEU OF MEETING**

The undersigned, being the Board of Directors of Sanitec, Ltd., a Delaware corporation ("the Company"), hereby unanimously adopt the following resolutions in lieu of a meeting:

Appointment of Officers

RESOLVED, that the following are hereby appointed as officers of the Company, effective July 12, 2005:

James Harkess	Chairman of the Board of Directors and President
Russell Firestone	Vice President and Secretary
Nord Sorenson	Vice President

General Authority

RESOLVED, that the officers of the Company be, and hereby are, authorized and directed to take any such action as may be deemed necessary and advisable in order to carry out the purpose and intent of the foregoing resolution and to carry on the business of the Company.

RESOLVED, that Jeffrey Weinsten, James H. Smith, and persons acting on their behalf have no connection with and not authorized to act on behalf of the Company.

Ratification of Appointment of Counsel

RESOLVED, that the following counsel have been and are engaged to represent the Company:

Patton Boggs LLP
McDonald Hopkins Co., LPA
Weston Benshoof et al.

RESOLVED, that no other counsel is authorized to represent the Company in any pending litigation.

RESOLVED, that James Harkess is authorized to direct the actions of counsel for the Company in any litigation in which the Company is or may become a party.

RESOLVED, that the Company's counsel is hereby instructed to oppose any attempt to re-open the case captioned *Sanitec West v. Delloiacovo*, Civil Action No. 1:02-CV-01582 (N.D. Ohio) and to seek a final dismissal with prejudice of that action.

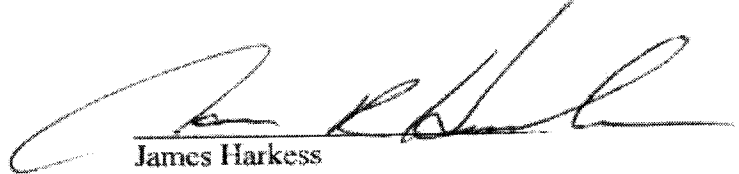
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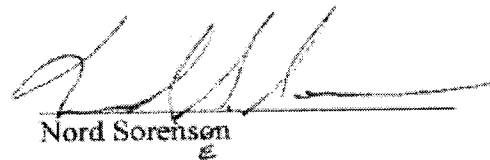
IN WITNESS WHEREOF, this written consent has been executed as of July 12, 2005.



James Harkess



Russell Firestone



Nord Sorensen
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